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0-059374-9
FILE NUMBER



FOREIGN

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that a duly authenticated copy of the

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of AIRCO, INC.
a foreign corporation of Delaware
(Reducing capital to \$1,002,000.00)

was filed for record in this office at 8 o'clock am, on this date, and

I further certify that such copy remains on file in this office.

Filed at request of _____
Ann P. Carry
Airco, Inc.
85 Chestnut Ridge Road
Montvale, New Jersey 07645

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 23, 1981

Ralph Munro

Microfilmed, Roll No. 1604

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RALPH MUNRO
SECRETARY OF STATE

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State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

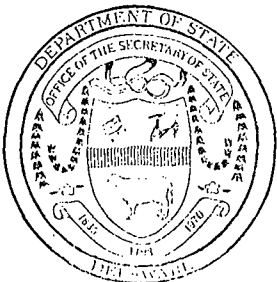
Certificate of Amendment

filed in this office on September 14, 1981

FILED

NOV 23 1981

SECRETARY OF STATE
STATE OF WASHINGTON



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *D. Munnay*

DATE: November 17, 1981

FILED

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AIRCO, INC.

SEP 14 1961

Alvin C. Kuylen
SECRETARY OF STATE

10Am

Adopted in Accordance with the Provisions
of Section 242 of the General Corporation
Law of the State of Delaware

AIRCO, INC., a corporation organized and existing under and
by virtue of the General Corporation Law of the State of
Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the
Corporation has been amended as follows:

By deleting the first paragraph of ARTICLE IV thereof as it
now exists and substituting in lieu of said paragraph the
following:

"The total number of shares of stock which the
Corporation shall have authority to issue is 1,002,000, of
which 1,000,000 shares of the par value of \$1.00 each shall
be Preferred Stock and 2,000 shares of the par value of
\$1.00 each shall be Common Stock."

SECOND: Such amendment was duly adopted in accordance with
the provisions of Section 242 of the General Corporation Law of
the State of Delaware.

THIRD: Upon this amendment becoming effective, the
12,589,126 outstanding shares of Common Stock, par value \$1.00
per share, of the Corporation shall be reclassified into 1,000
shares of Common Stock, par value \$1.00 per share, and the

- 2 -

certificates representing the presently outstanding 12,589,126 shares of Common Stock, par value \$1.00 per share, shall be cancelled and a new certificate representing 1,000 shares of Common Stock, par value \$1.00 per share, shall be issued in lieu thereof.

FOURTH: The capital of the Corporation shall not be reduced by reason of the foregoing amendment and reclassification.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Donald Reich, its President, and attested by Charles A. Bonnes, its Secretary, this 2nd day of September, 1981.

AIRCO, INC.

By Donald Reich *ems*
President

ATTEST:

Charles A. Bonnes
Secretary